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IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

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UNILEVER SUPPLY CHAIN, INC. and	:
CONOPCO, INC. d/b/a UNILEVER	:
	:
	:
Plaintiffs,	:
-against-	:
	:
B.B.L. INC. and EYAL FELDMAN	:
	:
Defendants.	:
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**COMPLAINT
AND JURY DEMAND**

Plaintiffs, Unilever Supply Chain, Inc. and Conopco, Inc. d/b/a Unilever, by their undersigned attorneys, Duane Morris LLP, for their Complaint allege as follows:

SUBSTANCE OF THE ACTION

1. This is an action for federal trademark infringement, federal trade dress infringement and unfair competition under Sections 32(1) and 43(a) of the Trademark Act of 1946 (the "Lanham Act"), 15 U.S.C. §§ 1114(1) and 1125(a), for federal trademark and trade dress dilution under § 43(c)(1) of the Lanham Act, 15 U.S.C. § 1125(c)(1), and for substantial and related claims of unfair competition, deceptive trade practices, dilution, tarnishment and injury to business reputation under the state and common laws of the State of New York.

Plaintiffs bring this action based on Defendants' unauthorized past, current and planned use of

certain trademarks, trade dress, and other intellectual property exclusively associated with Plaintiffs and their COUNTRY CROCK®, CHURN STYLE™ and “original” I CAN’T BELIEVE IT’S NOT BUTTER!® products and Plaintiffs’ COUNTRY CROCK “Talking Hands” series of television commercials, in connection with Defendants’ marketing, distribution and sale of personal lubricant products. As just one example of Defendants’ improper conduct, photographs depicting a comparison between Plaintiffs’ I CAN’T BELIEVE IT’S NOT BUTTER! logo and Defendants’ infringing YOU WON’T BELIEVE IT’S NOT BOY BUTTER product packaging appear below:



JURISDICTION AND VENUE

2. This Court has jurisdiction under Section 39 of the Lanham Act, 15 U.S.C. § 1121, Sections 1338(a) and 1338(b) of the Judicial Code, 28 U.S.C. § 1338(a) and § 1338(b), and under principles of supplementary jurisdiction. This Court has personal jurisdiction over Defendant B.B.L. because B.B.L. is a corporation organized and existing under the laws of the State of New York. This Court has personal jurisdiction over Defendant Feldman because Feldman is the Chief Executive Officer, President and registered agent of B.B.L. and all of

BBL's activities and operations are controlled in whole or in part by Feldman. The amount in controversy exceeds the sum of \$75,000, exclusive of interest and costs. Venue properly lies in this District under Sections 1391(b) and (c) of the Judicial Code, 28 U.S.C. § 1391(b) and § 1391(c), because Defendants do business in and/or have substantial contacts with and/or may be found in the Southern District of New York, and a substantial portion of the events at issue have arisen and/or will arise in this judicial district.

PARTIES

3. Plaintiff, Unilever Supply Chain, Inc. ("Unilever Supply Chain") is a corporation duly organized and existing under the laws of Delaware with offices at 1 John Street, Clinton, Connecticut 06413. Plaintiff Unilever Supply Chain is the owner of several U.S. federal registrations for the famous COUNTRY CROCK and I CAN'T BELIEVE IT'S NOT BUTTER! trademarks.

4. Plaintiff, Conopco, Inc. d/b/a Unilever ("Conopco") is a corporation duly organized and existing under the laws of New York with offices at 800 Sylvan Avenue, Englewood Cliffs, New Jersey 07632. Conopco is the licensee of plaintiff Unilever Supply Chain for the trademarks COUNTRY CROCK and I CAN'T BELIEVE IT'S NOT BUTTER! for various food products including vegetable oil spreads. Plaintiffs Unilever Supply Chain and Conopco are collectively hereinafter referred to as "Plaintiffs."

5. Upon information and belief, defendant B.B.L., Inc. is a corporation duly organized and existing under the laws of New York, having a place of business at 23679 Calabasas Road, Unit 676, Calabasas, California 91302. Upon information and belief, B.B.L., Inc. sometimes does business under the trade name "B.B.L. LLC." B.B.L., Inc. and B.B.L. LLC are hereinafter collectively referred to as "B.B.L."

6. Upon information and belief, defendant Eyal Feldman (“Feldman”) is the Chief Executive Officer, President and registered agent of B.B.L., Inc. Upon information and belief, Feldman resides or conducts business at the following addresses: B.B.L., Inc., 23679 Calabasas Road, Unit 676, Calabasas, California 91302; 24505 John Colter Road, Calabasas, California 91302-1130, and 135 West 70th Street, Apartment 9B, New York, NY 10023-4461.


FACTS COMMON TO ALL CLAIMS FOR RELIEF

A. Plaintiffs’ Intellectual Property

7. Conopco is a leading manufacturer, distributor and seller of food and personal care products such as vegetable oil spreads, hair and skin care products and petroleum jelly. Conopco distributes and sells its hair and skin care products under such famous brands as DOVE®, POND’S® and SUNSILK™, and petroleum jelly under the famous VASELINE® brand name. Conopco distributes and sells its vegetable oil spread products throughout the country under various famous marks including the COUNTRY CROCK and I CAN’T BELIEVE IT’S NOT BUTTER! trademarks through a variety of trade channels including supermarkets, drugstores, superstores and online retailers such as Amazon.com and Pricegrabber.com.

8. Plaintiffs and their predecessors have sold vegetable oil spread products under the trademark COUNTRY CROCK continuously in interstate commerce since at least as early as 1982. The famous COUNTRY CROCK trademarks have appeared on product packaging and promotional and advertising materials, and other materials.

9. Plaintiff Unilever Supply Chain is the owner of the following registrations among others on the Principal Register of the United States Patent and Trademark Office for the COUNTRY CROCK trademarks, which are incontestable by operation of law:

MARK	REGISTRATION NO. AND DATE	GOODS
COUNTRY CROCK	1,281,767 June 12, 1984	Vegetable Oil Spread
	2,011,836 August 6, 1996	Vegetable Oil Spread

As mentioned above, these registrations are incontestable and serve as conclusive evidence of Plaintiff Unilever Supply Chain's exclusive right to use the marks on the goods cited therein. Copies of the Certificates of Registration are attached hereto as Exhibit 1 and are incorporated herein by reference. The mark that is the subject of United States Trademark Registration No. 2,011,836 is referred to as the "COUNTRY CROCK, CHURN STYLE & Design Mark."

10. Plaintiffs and their predecessors have sold vegetable oil spread products under the COUNTRY CROCK, CHURN STYLE & Design Mark continuously in interstate commerce since at least as early as 1996. Plaintiffs and their predecessors have used similar variations of their COUNTRY CROCK, CHURN STYLE & Design Mark since at least as early as 1990. The COUNTRY CROCK, CHURN STYLE & Design Mark has appeared on product packaging, promotional and advertising materials and other materials.

11. Plaintiffs and their predecessors have sold vegetable oil spread products under the CHURN STYLE trademark (hereinafter, the "CHURN STYLE Mark") continuously in interstate commerce since at least as early as 1990. Since its introduction, the CHURN STYLE Mark has appeared on product packaging, promotional and advertising materials, and other materials. The CHURN STYLE Mark has acquired secondary meaning and is associated exclusively with

Plaintiffs and their products. The COUNTRY CROCK, CHURN STYLE & Design Mark and the CHURN STYLE Mark shall hereinafter collectively be referred to as the “COUNTRY CROCK, CHURN STYLE Marks.”

12. Plaintiffs and their predecessors have sold products under the I CAN’T BELIEVE IT’S NOT BUTTER! trademark (hereinafter, the “I CAN’T BELIEVE IT’S NOT BUTTER! Mark”) continuously in interstate commerce since at least as early as 1980. Plaintiffs have used the famous I CAN’T BELIEVE IT’S NOT BUTTER! Mark in connection with product packaging, promotional and advertising materials and other materials. Plaintiffs’ COUNTRY CROCK, CHURN STYLE Marks and the I CAN’T BELIEVE IT’S NOT BUTTER! Mark shall hereinafter be collectively referred to as the “COUNTRY CROCK, CHURN STYLE and I CAN’T BELIEVE IT’S NOT BUTTER! Marks.”)

13. Plaintiff Unilever Supply Chain is the owner of the following registration on the Principal Register of the United States Patent and Trademark Office for the I CAN’T BELIEVE IT’S NOT BUTTER! trademark, which is incontestable by operation of law:

MARK	REGISTRATION NO. AND DATE	GOODS
I CAN’T BELIEVE IT’S NOT BUTTER!	1,257,722 November 15, 1983	Vegetable Oil Spread

This registration serves as conclusive evidence of Plaintiff Unilever Supply Chain’s exclusive right to use the I CAN’T BELIEVE IT’S NOT BUTTER! Mark on the goods cited in the registration. A copy of the Certificate of Registration is attached hereto as Exhibit 2 and is incorporated herein by reference.

14. Since long prior to the acts of Defendants complained of herein, Plaintiffs and their predecessors have sold and continue to sell COUNTRY CROCK, CHURN STYLE brand vegetable oil spreads in distinctive product trade dress. This trade dress includes the following elements:

- The COUNTRY CROCK Mark depicted in solid, stylized lettering and printed at a semi-elliptical angle.
- Above the COUNTRY CROCK Mark, the mark SHEDD'S SPREAD appears in solid lettering within a solid-colored oval, which is surrounded on the right and left sides by two distinctive designs.
- Underneath the COUNTRY CROCK Mark, there is a large yellow and blue banner prominently featuring Plaintiffs' CHURN STYLE Mark.
- Beneath the banner, there is a blue-colored illustration of a woman using a churn which is framed by a semi-circle. In the background of the illustration, there is an illustration of a sun with rays of sunshine radiating from its center.
- Below the churn and sun illustration, there is a small yellow banner with descriptive terminology printed in blue lettering, and which is surrounded on the right and left sides by two distinctive designs.
- Blue and yellow are featured as prominent colors.

The COUNTRY CROCK, CHURN STYLE product packaging and the distinctive design elements incorporated therein shall hereinafter collectively be referred to as the "COUNTRY CROCK, CHURN STYLE Trade Dress." Annexed hereto as Exhibit 3 are copies of digital photographs of representative samples of Plaintiffs' COUNTRY CROCK, CHURN STYLE brand vegetable oil spread showing Plaintiffs' distinctive COUNTRY CROCK, CHURN STYLE Trade Dress. The COUNTRY CROCK, CHURN STYLE Marks and COUNTRY CROCK, CHURN STYLE Trade Dress are hereinafter referred to as the "COUNTRY CROCK, CHURN STYLE Intellectual Property."

15. Plaintiffs' "original" I CAN'T BELIEVE IT'S NOT BUTTER! brand products feature a distinctive logo which includes the following elements:

- The I CAN'T BELIEVE IT'S NOT BUTTER! Mark
- The I CAN'T BELIEVE IT'S NOT BUTTER! Mark is depicted in stylized blue lettering and positioned at an angle against a yellow background.
- The I CAN'T BELIEVE IT'S NOT BUTTER! Mark is surrounded by an outline of a red ellipsis.
- A thin solid-red colored swirl forms the top half of the ellipsis and a thick solid-red colored banner forms its bottom half.

Plaintiffs' distinctive "original" I CAN'T BELIEVE IT'S NOT BUTTER! logo and the distinctive design elements incorporated therein are hereinafter referred to as the "I CAN'T BELIEVE IT'S NOT BUTTER! Logo." Annexed hereto as Exhibit 4 are copies of digital photographs of representative samples of Plaintiffs' "original" I CAN'T BELIEVE IT'S NOT BUTTER! brand products featuring Plaintiffs' distinctive I CAN'T BELIEVE IT'S NOT BUTTER! Logo.

16. The I CAN'T BELIEVE IT'S NOT BUTTER! Mark and I CAN'T BELIEVE IT'S NOT BUTTER! Logo are hereinafter referred to as the "I CAN'T BELIEVE IT'S NOT BUTTER! Intellectual Property." The COUNTRY CROCK, CHURN STYLE Intellectual Property and I CAN'T BELIEVE IT'S NOT BUTTER! Intellectual Property are hereinafter referred to as the "COUNTRY CROCK, CHURN STYLE and I CAN'T BELIEVE IT'S NOT BUTTER! Intellectual Property."

17. Plaintiffs' "original" I CAN'T BELIEVE IT'S NOT BUTTER! products are marketed and sold in plastic tubs and squeeze containers.

18. As a result of Plaintiffs' marketing and promotional efforts, Plaintiffs' COUNTRY CROCK brand products (including the COUNTRY CROCK, CHURN STYLE

products) and I CAN'T BELIEVE IT'S NOT BUTTER! brand products (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! products) are currently available and sold to consumers throughout this District, this State and the United States.

19. Over the years, the volume of sales of goods under the COUNTRY CROCK brand (including the COUNTRY CROCK, CHURN STYLE brand) and the I CAN'T BELIEVE IT'S NOT BUTTER! brand (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! brand) have been enormous. Plaintiffs' COUNTRY CROCK brand (including the COUNTRY CROCK, CHURN STYLE brand) and the I CAN'T BELIEVE IT'S NOT BUTTER! brand (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! brand) vegetable oil spreads are among the largest selling brands for these products in the United States.

20. The extraordinary and longstanding success of Plaintiffs' COUNTRY CROCK, brand (including the COUNTRY CROCK, CHURN STYLE brand) and I CAN'T BELIEVE IT'S NOT BUTTER! brand (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! brand) vegetable oil spreads over many years has fostered wide renown with the trade and public. The products sold under the COUNTRY CROCK brand (including the COUNTRY CROCK, CHURN STYLE products) and the I CAN'T BELIEVE IT'S NOT BUTTER! brand (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! products) have a reputation for being of the highest quality.

21. Plaintiffs continuously and extensively advertise and promote the COUNTRY CROCK brand products (including the COUNTRY CROCK, CHURN STYLE products) and I CAN'T BELIEVE IT'S NOT BUTTER! brand products (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! products) in a wide variety of national media including nationally circulated newspapers and magazines.

22. Plaintiffs have also advertised their COUNTRY CROCK brand (including the COUNTRY CROCK, CHURN STYLE brand) and I CAN'T BELIEVE IT'S NOT BUTTER! brand (including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! brand) products on various major television broadcast and cable networks, and on radio. Such advertising campaigns include the famous and award-winning COUNTRY CROCK "Talking Hands" television commercials which consist of a series of television commercials featuring visual imagery of a couple's hands and voice-over dialogue depicting the playful interactions of a couple as the couple discusses COUNTRY CROCK brand products and other topics (hereinafter, the "COUNTRY CROCK Talking Hands Commercials"). This award-winning advertising campaign has been broadcast nationwide on network and cable television for many years and garnered widespread critical acclaim and public recognition. The COUNTRY CROCK, CHURN STYLE and I CAN'T BELIEVE IT'S NOT BUTTER! Intellectual Property, and COUNTRY CROCK Talking Hands Commercials are hereinafter collectively referred to as the "Plaintiffs' Intellectual Property."

23. Plaintiffs maintain a website at the domain name address www.countrycrock.com to advertise and promote their COUNTRY CROCK brand products, including the COUNTRY CROCK, CHURN STYLE products, and provide product information. Annexed hereto as Exhibit 5 is a print-out from Plaintiffs' web site located at www.countrycrock.com featuring the COUNTRY CROCK, CHURN STYLE products.

24. Plaintiffs maintain several websites that advertise and promote their I CAN'T BELIEVE IT'S NOT BUTTER! brand products, including the "original" I CAN'T BELIEVE IT'S NOT BUTTER! products, and provide product information at the following domain name addresses: www.icbinb.com and www.tasteyoulove.com. Annexed hereto as Exhibit 6 is a print-